

PART III - continued		Place an "X" in the appropriate column.	YES	NO
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in 21 above? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below. <div style="text-align: right;">See Exhibit X</div>			X	
23. Will transferee propose any of the following changes, after the transfer of control is authorized (see instruction F):				
a. Changes in the services currently offered? If "YES," attach as Exhibit No. _____ a brief statement of the proposed changes.				X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES," attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.				X
c. Changes in the management or personnel responsible for the operation of the station? If "YES," in Exhibit No. _____ describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give name and address of owner of each such business and submit copy of working agreement).				X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any purpose? If "YES," explain purpose in Exhibit No. _____				X
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. _____ describe the obligations, methods by which acquired, and the dates on which they were obtained.				X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES," attach as Exhibit No. _____ a single certified copy of such authorization.				X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the service which are the subject of this application?			X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?			X	
28. Attach as Exhibit No. <u>XI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.				
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:				
a. Does authorization involve facilities that have not been constructed? If "YES," does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?				X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?				X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?			X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?			X	

Certification: The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a, or, in the case of a nonindividual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR 1.2002.

☒ YES ☐ NO

The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date " -27-96	Typed or Printed Name of Transferee British Telecommunications plc	Signature <i>Joel S. [unclear]</i>	Title (Office Held by Person Signing) Attorney for British Telecommunications plc See Exhibit XII
------------------	---	---------------------------------------	---

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

INSTRUCTIONS FOR COMPLETING FCC 704 FORM

FCC 704 form is to be used when applying for consent to transfer control of corporation holding common carrier (or noncommon carrier) radio station construction permit or license under 47 CFR 21, 23 or 25.

B. Submit an original and one copy to the **FEDERAL COMMUNICATIONS COMMISSION, Washington, D.C. 20554** in ample time to be acted upon by the Commission prior to contemplated date of transfer of control. Submit two extra copies for each authorization listed in Item 2.

C. You may be required to submit a fee with your application. Please refer to either 47 CFR 1.1105 or the **Common Carrier Services Filing Guide** for appropriate fee. **DO NOT SEND CASH.** Payment may be made by check, bank draft, or single money order payable to: **FEDERAL COMMUNICATIONS COMMISSION.**

Enter the correct Fee Type Code for the service you are applying for in Column 1 of Item 1(b). Enter in Column (2) the Fee Multiple. Certain applications may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. Column (2) is used if a multiple, i.e., two or more is being applied for. Enter in Column (3) the result obtained from multiplying the value the Fee Type Code by the number entered in Column (2), if any. Complete line 2 of Item 1(b), Columns (1), (2) and (3), if you are requesting concurrent actions which results in a requirement to list more than one Fee Type Code. Add all amounts shown in column 3, lines 1 and 2. This amount should equal your enclosed remittance.

D. FCC 704 form consists of three parts, which are to be completed as follows: **Part I - to be completed by Permittee or Licensee; Part II - to be completed by Transferor; Part III - to be completed by Transferee.**

E. Before this application is prepared applicant should refer to 47 CFR 1, 21, 23, or 25 which are the Commission's rules governing the execution and filing of this application. Items 16 and 29 apply to 47 CFR 21 applicants only.

F. Approval of this application is not to be construed as a modification of outstanding authorization.

G. Number each document or statement required to be filed as Exhibit consecutively. Enter the numbers in the space provided in the items of the form. When an exhibit is not required, enter "X" in the blank space.

Item 2. All applicants are to complete Item 2, columns (a), (b) and (c). Services which may be listed in column (c) for Part 25 include: Transmit Earth Stations; Satellite Systems (column (d) does not apply); Small Transmit/Receive

Earth Station; Receive Only Earth Stations; and Space Stations (column (d) does not apply). Part 21 services include: Point-to-Point Microwave Radio; Multipoint Distribution; Local Television Transmission; Digital Electronic Message; and Fixed Subsidiary Communications Authorization. The service for Part 23 is International Fixed Public Radio.

Column (d) is to be completed **only** by applicants requesting transfer of control for authorizations issued in the domestic satellite services (under 47 CFR 25) for each authorization listed.

I. Notice: The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In researching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to the Commission rules. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to average eight hours per response including the time for reviewing instruction, searching existing data needed, and completing and reviewing the collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Office of Information and Regulatory Affairs, Washington, D.C. 20503.

This Notice is required by the Privacy Act of 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(a)(3) and the Paperwork Reduction Act of 1980, P.L. 96-511, December 11, 1980.

EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by MCI Telecommunications Corporation are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E8195	278-DSE-P/L-85	Fixed Earth Station (FSS)	YACOLT,WA	10/7/98	1
E873739	743-DSE-MP/L-90	Fixed Earth Station (FSS)	PHOENIX ATR, AZ	9/18/97	1
E920004	120-DSE-R-94	Temporary Fixed Earth Station (FSS)	PHOENIX,AZ	11/22/96	1
E920021	2866-DSE-MP/L93	Temporary Fixed Earth Station (FSS)	PHOENIX,AZ	1/29/03	1
E920435	537-DSE-P/L-92	Fixed Earth Station (FSS)	MCLEAN,VA	7/22/02	1
E930190	672-DSE-P/L-93	Fixed Earth Station (FSS)	ANDOVER,ME	6/25/03	6
E940480	1831-DSE-P/L-96	Temporary Fixed Earth Station (FSS)	RICHARDSON,TX	10/28/04	1
E950145	425-DSE-P/L-95	Fixed Earth Station (FSS)	IRVING, TX	3/17/05	1
E950303	976-DSE-P/L-95	Fixed Earth Station (FSS)	IRVING,TX	6/16/05	1
KA255	CSG-92-065-ML	Fixed Earth Station (FSS)	SHENANDOAH,VA	12/8/98	1
KF61	81-DSE-MP/L-85	Fixed Earth Station (FSS)	BUCKEYE,AZ	6/30/01	1

EXHIBIT II
(Question 5)

A certified copy of the Articles of Incorporation of MCI
Telecommunications Corporation is contained in Volume Two, Section C-1, Exhibit
II of this filing.

EXHIBIT III
(Questions 6, 7, 24)

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

EXHIBIT IV
(Questions 9-10)

The transferee, British Telecommunications plc ("BT"), is a public limited company whose registered offices are located at 81 Newgate Street, London EC1A 7AJ, England. BT has over 2.3 million shareholders and is listed on the London, New York and Tokyo stock exchanges. The principal business of BT is providing telecommunications services, and its main products and services are local, long-distance and international calls; telephone lines, equipment and private circuits for homes and businesses; providing and managing private networks; and supplying mobile communications services. BT is involved in a variety of joint ventures and arrangements in mainland Europe, and has partnerships or distributorship arrangements in a number of countries in the Asia-Pacific region.

The principals are substantially engaged in communications businesses.

EXHIBIT V
(Question 14(a)(1))

A copy of the Articles of Incorporation of BT is attached in Volume
Three, Section E.

EXHIBIT VI
(Questions 14(a)(2))

Information regarding the names and addresses of the officers and directors of BT is contained in Volume Three, Section B of this filing. As of June 21, 1996 the ownership of BT's ordinary shares by BT's directors and officers, collectively, was limited to .004% of total ordinary shares. There is no beneficial owner of more than 10% of BT's ordinary shares.

EXHIBIT VII
(Questions 14(b) - 14(f))

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that after this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT VIII
(Question 15)

BT is not affiliated with any providers engaged in the business of providing a public land line message telephone service in the United States ("US").

BT is affiliated with entities engaged in the business of providing a public land line message telephone service outside of the US.

EXHIBIT IX
(Question 20)

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

EXHIBIT X
(Question 21)

BT currently is interested in the control of licensed radio stations in various services by virtue of its 20 percent investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. Since BT acquired its interest in 1994, the subsidiaries have sold or let expire other radio station licenses in the due course of business. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

EXHIBIT XI
(Question 28)

See Volume One, Section III for a description of how the instant
proposal will be in the public interest

**EXHIBIT XII
(Certification)**

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 25.110(e) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 704 in his capacity as attorney for BT.

Est. Avg. Burden Hours Per Response: 8 Hrs.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23 or 25)

Read Instructions on Page 4 Before Completing

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Overseas Telecommunications, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code

1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105 or the Common Carrier Services Fee Filing Guide.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CNX	1	\$ 365.00
2	CFX	9	\$ 1,125.00

FCC Use Only

Add all amounts in Column (3), lines 1 and 2. ▶▶ \$ 1,490.00
Remit this amount with your application.

2. Permits or Licenses Held by Corporation for which a Transfer of Control is sought in this application. See Instr. H.

(a) Call Sign (b) File No. (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor

MCI Communications Corporation

1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006-3606

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee

British Telecommunications plc

BT Centre

81 Newgate Street, London EC1A 7AJ England

5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. II a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Where Filed: _____ Date Filed: _____

Certification: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Permittee or Licensee (Must agree with item 1)	Signature	Title (Office Held by Person Signing)
11/27/96	Overseas Telecommunications, Inc.		Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART II - To Be Completed By Transferor

6(a) Transfer of Control will be accomplished by: (check one):

☒ Sale or other transfer or assignment of stock (complete 6(b)).☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit III	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

Certification: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all the attached exhibits pertinent to Part II are a material part hereof and are incorporated herein as if set out in this application; and certifies that all the statements made in Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Transferor (Must correspond with item 3)	Signature	Title (Office Held by Person Signing)
11/27/96	MCI Communications Corporation		Vice President & Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART III - To Be Completed by Transferee

8. Transferee is: (Check one)

☐ Individual

☐ Partnership

☒ Corporation

☐ Unincorporated Association

J. Attach as Exhibit No. IV a statement of transferee's principal business.

10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving:
(a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	►		X
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	►		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>England and Wales</u>			
(1) Attach as Exhibit No. <u>V</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>VI</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of transferee's stock.			
b. Is any director or officer an alien?	See Exhibit VII	►	X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	See Exhibit VII	►	X
d. Is transferee directly or indirectly controlled by any other corporation? If "YES," give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organizations having final control and furnish for each all the information requested in 14 a thru c above.		►	X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	See Exhibit VII	►	X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign government?	See Exhibit VII	►	X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No. <u>VIII</u> a statement relating the facts.		►	X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES," submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A	►	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license, or renewal denied by this Commission? If "YES," attach as Exhibit No. _____ a statement relating all the pertinent circumstances.		►	X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES," attach as Exhibit No. _____ a statement relating the facts.		►	X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES," attach as Exhibit _____ a statement relating the facts.		►	X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, 19? If "YES," attach as Exhibit No. <u>IX</u> a statement relating the facts.		►	X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below.		►	X
See Exhibit X			

PART III - continued		Place an "X" in the appropriate column.	YES	NO
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in 21 above? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below.		►	X	
See Exhibit X				
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a. Changes in the services currently offered? If "YES," attach as Exhibit No. _____ a brief statement of the proposed changes.		►		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES," attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.		►		X
c. Changes in the management or personnel responsible for the operation of the station? If "YES," in Exhibit No. _____ describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give name and address of owner of each such business and submit copy of working agreement).		►		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any purpose? If "YES," explain purpose in Exhibit No. _____.		►		X
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. _____ describe the obligations, methods by which acquired, and the dates on which they were obtained.		►		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES," attach as Exhibit No. _____ a single certified copy of such authorization.		►		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the service which are the subject of this application? b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?		►	X	
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b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?		►		X
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☒ YES ☐ NO

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Date 1-27-96	Typed or Printed Name of Transferee British Telecommunications plc	Signature <i>John S. Smith</i>	Title (Office Held by Person Signing) Attorney for British Telecommunications plc See Exhibit XII
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G. Number each document or statement required to be filed as Exhibit consecutively. Enter the numbers in the space provided in the items of the form. When an exhibit is not required, enter "X" in the blank space.

Item 2. All applicants are to complete Item 2, columns (a), (b) and (c). Services which may be listed in column (c) for Part 25 include: Transmit Earth Stations; Satellite Systems (column (d) does not apply); Small Transmit/Receive

Earth Station; Receive Only Earth Stations; and Space Stations (column (d) does not apply). Part 21 services include: Point-to-Point Microwave Radio; Multipoint Distribution; Local Television Transmission; Digital Electronic Message; and Fixed Subsidiary Communications Authorization. The service for Part 23 is International Fixed Public Radio.

Column (d) is to be completed **only** by applicants requesting transfer of control for authorizations issued in the domestic satellite services (under 47 CFR 25) for each authorization listed.

I. Notice: The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In researching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to the Commission rules. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to average eight hours per response including the time for reviewing instruction, searching existing data needed, and completing and reviewing the collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Office of Information and Regulatory Affairs, Washington, D.C. 20503.

This Notice is required by the Privacy Act of 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552a(e)(3) and the Paperwork Reduction Act of 1980, P.L. 96-511, December 11, 1980.

EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by Overseas Telecommunications, Inc. are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E950371	1161-DSE-P/L-95	Fixed Earth Station (FSS)	POMPANO BEACH, FL	8/11/05	1
KA215	CSG-87-011-P/L	Fixed Earth Station (FSS)	CHANDLER, AZ	No License	1
KA332	CSG-92-087-P/L	Fixed Earth Station (FSS)	ALPHARETTA, GA	7/24/02	1
KA410	CSG-94-086-P/L	Fixed Earth Station (FSS)	PONCE, PR		1
KA436	1412-DSE-MP/L-9	Fixed Earth Station (FSS)	ST. THOMAS, VI	11/15/04	1
KA437	CSG-94-203-P/L	Fixed Earth Station (FSS)	ST. CROIX, VI	11/15/04	1
KA438	CSG-94-204-P/L	Fixed Earth Station (FSS)	SAN JUAN, PR	11/21/04	1
KA451	CSG-95-025-P/L	Fixed Earth Station (FSS)	SAN JUAN (ARIUC), PR	2/8/05	1
KA70	563-DSE-P/L-96	Fixed Earth Station (FSS)	WESTLAND, MI	5/3/06	1
E88135	966-DSE-MP/L	Fixed Earth Station (FSS)	DALLAS / FT. WORTH, TX	2/17/99	1

EXHIBIT II
(Question 5)

Attached is a certified copy of the Articles of Incorporation for
Overseas Telecommunications, Inc.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "OTI INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2111370 8100

960337223

AUTHENTICATION: 8200072

DATE: 11-19-96

126351014

FILED

CERTIFICATE OF INCORPORATION

OF

OTI INC.

DEC 17 1988

10 Jan
1989
SECRETARY OF STATE

2113-70

1. The name of the corporation is OTI Inc.
2. The address of its registered office in the state of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the corporation or purpose to be conducted or promoted is to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the General Corporation Law of Delaware.
4. The total number of shares of common stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to one thousand dollars (\$1,000.00).
5. The name and mailing address of the sole incorporator is as follows:

Name

Mailing Address

Diane V. DiFulvio

Pepper, Hamilton & Scheetz
5 Great Valley Parkway
Suite 360
Malvern, PA 19355

6. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Name

Mailing Address

K. Paul Singh

OTI Inc.
1033 North Fairfax Street
Suite 404
Alexandria, VA 22314

Ralph R. Johnson

OTI Inc.
1033 North Fairfax Street
Suite 404
Alexandria, VA 22314

John F. DePodesta

Pepper, Hamilton & Scheetz
1777 F Street, N.W.
Washington, D.C. 20006

7. The corporation is to have perpetual existence.

8. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

9. No director of the corporation shall be personally liable to the corporation or any stockholder of the corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

10. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

11. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide.

12. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

13. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 17th day of December, 1986.

Diane V. Di Fulvio
Diane V. DiFulvio